SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL											
OMB Number:	3235-0287										
Estimated average burde	en										
hours per response:	0.5										

<u>Rao Bhaskar</u>	ss of Reporting Person		2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC</u> [TPX]		lationship of Reporting Person(s) to Issuer k all applicable) Director 10% Owner Officer (give title Other (specify below) below)		
(Last) (First) (Middle) C/O TEMPUR-PEDIC INTERNATIONAL INC. 1713 JAGGIE FOX WAY			3. Date of Earliest Transaction (Month/Day/Year) 07/26/2007		CAO & VP of Strategic Planning		
(Street) LEXINGTON (City)	KY (State)	40511 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	vidual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1. Title of Security (Instr. 3)	urity (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Deemed Execution Date, (Month/Day/Year) 3. 4. Securities Acquired (A) or Transaction Code (Instr. 8) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)				(A) or 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
Common Stock Common Stock			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	07/26/2007		М		5,202	A	\$19.22	5,202	D		
Common Stock	07/26/2007		М		10,937	A	\$10.66	16,139	D		
Common Stock	07/26/2007		М		8,750	A	\$12.37	24,889	D		
Common Stock	07/26/2007		S		300	D	\$31.3	24,589	D		
Common Stock	07/26/2007		S		12,900	D	\$31.31	11,689	D		
Common Stock	07/26/2007		S		100	D	\$31.32	11,589	D		
Common Stock	07/26/2007		S		100	D	\$31.33	11,489	D		
Common Stock	07/26/2007		S		2,000	D	\$31.35	9,489	D		
Common Stock	07/26/2007		S		1,200	D	\$31.36	8,289	D		
Common Stock	07/26/2007		S		500	D	\$31.37	7,789	D		
Common Stock	07/26/2007		S		400	D	\$31.38	7,389	D		
Common Stock	07/26/2007		S		500	D	\$31.4	6,889	D		
Common Stock	07/26/2007		S		1,100	D	\$31.41	5,789	D		
Common Stock	07/26/2007		S		600	D	\$31.42	5,189	D		
Common Stock	07/26/2007		S		200	D	\$31.44	4,989	D		
Common Stock	07/26/2007		S		700	D	\$31.45	4,289	D		
Common Stock	07/26/2007		S		1,400	D	\$31.46	2,889	D		
Common Stock	07/26/2007		S		400	D	\$31.47	2,489	D		
Common Stock	07/26/2007		S		400	D	\$31.49	2,089	D		
Common Stock	07/26/2007		S		1,800	D	\$31.5	289	D		
Common Stock	07/26/2007		S		289	D	\$31.51	0	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivativ Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deri Secu Acq (A) o Disp of (D	erivative (Month/Day/Year) ecurities cquired		e and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		Securities derivative Security (Instr. 5) Beneficially		10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deri Seci Acq (A) o Disp of (E	of Expiration Date Derivative (Month/Day/Year) Securities		Date of Sec y/Year) Under Deriva		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock option (option to buy)	\$19.22	07/26/2007		М			5,202	(1)	05/02/2015	Common Stock	5,202	\$0	19,798	D	
Stock option (option to buy)	\$10.66	07/26/2007		М			10,937	(2)	10/25/2015	Common Stock	10,937	\$0	14,063	D	
Stock option (option to buy)	\$12.37	07/26/2007		М			8,750	(3)	12/14/2015	Common Stock	8,750	\$0	26,250	D	

Explanation of Responses:

1. These options became fully vested and exercisable on December 15, 2005, pursuant to a stock sale restriction agreement, dated December 15, 2005 between the reporting person and the issuer. Under the agreement, the shares are subject to certain transfer restrictions, such restrictions to be removed in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, became transferable on May 2, 2006. The remaining shares become transferable in a series of twelve successive equal quarterly installments.

2. These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on October 25, 2006. The remaining options vest and become exercisable in a series of twelve successive equal quarterly installments.

3. These options vest and become exercisable in a series of installments. The first installment, which consisted of 25% of the original aggregate number of options granted, vested on December 15, 2006. The remaining options vest and become exercisable in a series of three equal annual installments. The next of these installments will vest and become exercisable on December 15, 2007.

<u>/s/ Willia</u> in-fact	<u>m H. P</u>	<u>oche, att</u>	<u>orney-</u>	07/27/2007	

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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